

Date: April 15, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax: 022 – 2272 3121
Email: corp.relations@bseindia.com

BSE Scrip Code: **539141**

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G
Block, Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051
Fax : 022- 2659 8237/ 38
Email: cmlist@nse.co.in

NSE Symbol: **UFO**

Dear Sirs/ Ma'am,

Sub: Compliance Report on Corporate Governance for the quarter ended March 31, 2016

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended March 31, 2016 as per regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 in the format specified in Annexure I and Annexure II.

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **UFO Moviez India Limited**

S. S. Chavhan

Sameer Chavan
Company Secretary
& Compliance Officer
M. No. FCS-7211



Encl: a/a

COMPLIANCE REPORT ON CORPORATE GOVERNANCE1. Name of Listed Entity : **UFO Moviez India Limited**2. Quarter ending : **March 31, 2016**

I. Composition of Board of Directors								
Title (Mr. / of the Ms.)	Name of the Director	PAN^S & DIN	Category (Chairperson /Executive/Non-Executive /in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanjeev Aga	PAN: AAAPA2497D DIN: 00022065	Chairman - Non-Executive - Independent Director	November 20, 2014.	Consecutive period of 3 years with effect from November 20, 2014	5	4	3
Mr.	Ameya Hete	PAN: ABMPH9097B DIN: 01645102	Non-Executive Director	Reappointed with effect from September, 4, 2014. Liable to retire by rotation	-	1	Nil	Nil
Mr.	Biswajit Subramanian	PAN: BOFPS9345E DIN: 00905348	Non-Executive Director	Reappointed with effect from September, 4, 2013. Liable to retire by rotation	-	2	Nil	Nil
Mr.	Kapil Agarwal	PAN: AACPA2412L DIN: 00024378	Joint Managing Director - Executive Director	5 years from March 1, 2014 until February 28, 2019 and not liable to retire by rotation within such term	-	1	2	Nil
Ms.	Lynn de Souza	PAN: AADPD4831D DIN: 01419138	Non-Executive - Independent Director	November 20, 2014	Consecutive period of 3 years with effect from November 20, 2014	1	4	Nil



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Mr.	Raaja Kanwar	PAN: AAJPK0819J DIN: 00024402	Non-Executive Director	Reappointed with effect from September, 15 2015. Liable to retire by rotation.	-	1	1	Nil
Mr.	S. Madhavan	PAN: AAAPM2924M DIN: 06451889	Non-Executive - Independent Director	November 20, 2014	Consecutive period of 3 years with effect from November 20, 2014	2	2	3
Mr.	Sanjay Gaikwad	PAN: AAAPG8554D DIN: 01001173	Managing Director - Executive Director	5 years from October 17, 2013 until October 16, 2018 not liable to retire by rotation within such term.	-	1	1	Nil
Mr.	Varun Laul	PAN: ABCPL5268Q DIN: 03489931	Non-Executive Director	Reappointed with effect from September, 4 2014. Liable to retire by rotation.	-	1	1	1

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Note: Chairmanship in Audit/ Stakeholder Relationship Committee held in listed entities as well as unlisted public companies is considered.

Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{\$}
Audit Committee (The Company has Audit and Risk Management Committee and the composition, role and scope of the said Committee is as per the Companies Act and Listing Regulations)	Mr. Sanjeev Aga (Chairman of the Committee)	Chairman - Non-Executive - Independent Director
	Mr. S. Madhavan (Member of the Committee)	Non-Executive - Independent Director
	Mr. Varun Laul (Member of the Committee)	Non-executive Director
	Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director

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Nomination & Remuneration Committee	Mr. S. Madhavan (Chairman of the Committee)	Non-Executive - Independent Director
	Mr. Sanjeev Aga (Member of the Committee)	Chairman - Non-Executive - Independent Director
	Mr. Biswajit Subramanian (Member of the Committee)	Non-executive Director
	Mr. Ameya Hete (Member of the Committee)	Non-executive Director
Risk Management Committee(if applicable) (The Company has Audit and Risk Management Committee and the composition, role and scope of the said Committee is as per the Companies Act and Listing Regulations)	Mr. Sanjeev Aga (Chairman of the Committee)	Chairman - Non-Executive - Independent Director
	Mr. S. Madhavan (Member of the Committee)	Non-Executive - Independent Director
	Mr. Varun Laul (Member of the Committee)	Non-executive Director
	Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director
Stakeholders Relationship Committee	Mr. Varun Laul (Chairman of the Committee)	Non-executive Director
	Mr. Sanjay Gaikwad (Member of the Committee)	Executive Director
	Mr. Kapil Agarwal (Member of the Committee)	Executive Director

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)
November 9, 2015	February 2, 2016 March 11, 2016	84 days

Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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Audit & Risk Management Committee Meeting

February 2, 2016	Yes	November 9, 2015	84 days
March 11, 2016	All 3 members were present.		

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes [the details of material RPT are given in "Exhibit – A"]
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

If status is "No" details of non-compliance may be given here.

Affirmations

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

Audit Committee - Yes

Nomination & remuneration committee - Yes

Stakeholders relationship committee - Yes

Risk management committee (applicable to the top 100 listed entities) - NA

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes

The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes

This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes

Any comments/observations/advice of Board of Directors may be mentioned here.

For UFO Moviez India Limited

S. Chavan



Sameer Chavan

Company Secretary & Compliance Officer

Date: April 15, 2016

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Statement of Material Transactions with Related Parties under Clause 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the related party	Nature of relationship	Nature of transaction	Amount of transaction (Rs. in lacs)	Remarks
Southern Digital Screenz India Pvt. Ltd.	Subsidiary company	Fixed Monthly Rental on digital cinema equipments	2,106.56	Shareholders approval obtained by way of postal ballot on January 4, 2016.
Southern Digital Screenz India Pvt. Ltd.	Subsidiary company	Virtual Print Fees	1,408.28	Shareholders approval obtained by way of postal ballot on January 4, 2016.
Southern Digital Screenz India Pvt. Ltd.	Subsidiary company	Advertisement Revenue Sharing	1,999.92	Shareholders approval obtained by way of postal ballot on January 4, 2016.
Southern Digital Screenz India Pvt. Ltd.	Subsidiary company	Leave and License Agreements for premises and other misc. income	31.72	Shareholders approval obtained by way of postal ballot on January 4, 2016.

For UFO Moviez India Limited

S. Sameer Chavan



Sameer Chavan

Company Secretary & Compliance Officer

Date: April 15, 2016

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) ¹ refer note	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) ¹ refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes

Composition and role of risk management Committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.-Yes

For UFO Moviez India Limited

S. S. Chavan

Sameer Chavan

Company Secretary & Compliance Officer

Date: April 15, 2016

